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NNOAL AUDITED REPORT FORM X-17A-5 PART III

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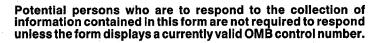
SEC FILE NUMBER 8-47081

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Information Required of Brokers and Dealers Pursuant to Section 17 of the Securities Exchange Act of 1934 and Rule 17a-5 Thereunder

REPORT FOR THE PERIOD BEGINNING	01/01/19	AND ENDING	12/31/19
	MM/DD/YY		MM/DD/YY
A. REG	ISTRANT IDENTIF	ICATION	
NAME OF BROKER-DEALER: COVIEW	v Capital, Inc.		OFFICIAL USE ONLY
ADDRESS OF PRINCIPAL PLACE OF BUSI	NESS: (Do not use P.O.	Box No.)	FIRM I.D. NO.
780 Third Ave., Suite 3104			
(1997年 日本) ((No. and Street)		
New York	NY		10017
(City)	(State)		(Zip Code)
NAME AND TELEPHONE NUMBER OF PER Samuel Yellin	RSON TO CONTACT IN	REGARD TO THIS	REPORT 212-750-0011
			(Area Code – Telephone Numbe
B. ACCO	DUNTANT IDENTII	FICATION	
INDEPENDENT PUBLIC ACCOUNTANT will Berkower LLC	iose opinion is contained	in this Report	
	Name – if individual, state las	t, first, middle name)	SEC
517 Route One South	Iselin	NJ	Mail Processing08830
(Address)	(City)	(State	e) (Zip Code)
CHECK ONE:			MAR 02 2020
Certified Public Accountant			Vashington DC
Public Accountant			413
Accountant not resident in Unite	ed States or any of its pos	ssessions.	
	FOR OFFICIAL USE	ONLY	

^{*}Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section 240.17a-5(e)(2)



OATH OR AFFIRMATION

I, Samuel Yellin	, swear (or affirm) that, to the best of
my knowledge and belief the accompanying for CoView Capital, Inc.	inancial statement and supporting schedules pertaining to the firm of
of December 31	, 2019, are true and correct. I further swear (or affirm) that
	tor, principal officer or director has any proprietary interest in any account
classified solely as that of a customer, except	as follows:
·	Signature
	PATRICIA CASEY
Notary Public	Notary Public, State of New York No. 01CA6020629 Qualified in Nassau County Certificate Filed in New York County Commission Expires
This report ** contains (check all applicable left) (a) Facing Page.	
(b) Statement of Financial Condition. (c) Statement of Income (Loss) or, if the	re is other comprehensive income in the period(s) presented, a Statement
of Comprehensive Income (as defined	d in §210.1-02 of Regulation S-X).
(d) Statement of Changes in Financial Co	
(e) Statement of Changes in Stockholder (f) Statement of Changes in Liabilities S	s' Equity or Partners' or Sole Proprietors' Capital. Subordinated to Claims of Creditors.
(g) Computation of Net Capital.	
	eserve Requirements Pursuant to Rule 15c3-3.
process * *	on or Control Requirements Under Rule 15c3-3. Attention of the Computation of Net Capital Under Rule 15c3-1 and the
	e Reserve Requirements Under Exhibit A of Rule 15c3-3.
<u>=</u>	l and unaudited Statements of Financial Condition with respect to methods of
(1) An Oath or Affirmation.	
(m) A copy of the SIPC Supplemental Re	
- · · · - - · · · · · · · · · · · · · · ·	equacies found to exist or found to have existed since the date of the previous audit.
2 (c) Exemption report **For conditions of confidential treatment of	certain portions of this filing, see section 240.17a-5(e)(3).

FINANCIAL STATEMENTS AND INDEPENDENT AUDITOR'S REPORT

FORM X-17A-5

FOR THE YEAR ENDED

DECEMBER 31, 2019

THIS REPORT IS DEEMED CONFIDENTIAL IN ACCORDENCE WITH RULE 17A-5(e)(3) UNDER THE SECURITIES EXCHANGE ACT OF 1934. A STATEMENT OF FINANCIAL CONDITION BOUND SEPARATELY HAS BEEN FILED WITH THE SECURITIES AND EXCHANGE COMMISSION SIMULTANEOUSLY HEREWITH AS A PUBLIC DOCUMENT.

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DECEMBER 31, 2019

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517 Route One, Suite 4103 Iselin, NJ 08830 **5** (732) 781-2712

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Sole Stockholder of CoView Capital, Inc.

Opinion on the Financial Statements

We have audited the accompanying statement of financial condition of CoView Capital, Inc. (the "Company") as of December 31, 2019, the related statements of operations, changes in stockholder's equity, changes in liabilities subordinated to claims of general creditors, and cash flows for the year ended December 31, 2019, and the related notes (collectively referred to as the "Financial Statements"). In our opinion, the Financial Statements present fairly, in all material respects, the financial position of the Company as of December 31, 2019, and the results of its operations and its cash flows for the year ended December 31, 2019, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These Financial Statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's Financial Statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the Financial Statements are free of material misstatement, whether due to error or fraud. Our audit included performing procedures to assess the risks of material misstatement of the Financial Statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the Financial Statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the Financial Statements. We believe that our audit provides a reasonable basis for our opinion.

Supplementary Information

The supplementary information (Computation of Net Capital Pursuant to Rule 15c3-1 and the Computation for Determination of the Reserve Requirements Under Rule 15c3-3 of the Securities and Exchange Commission and Information Relating to Possession or Control Requirements Rule 15c3-3 of the Securities and Exchange Commission) (the "Supplementary Information") has been subjected to audit procedures performed in conjunction with the audit of the Company's Financial Statements. The Supplementary Information is the responsibility of the Company's management. Our audit procedures included determining whether the Supplementary Information reconciles to the Financial Statements or the underlying accounting and other records, as applicable, and performing procedures to test the completeness and accuracy of the information presented in the Supplementary Information. In forming our opinion on the Supplementary Information, we evaluated whether the Supplementary Information, Including Its form and content, is presented in conformity with 17 C.F.R.§ 240.17a-5. In our opinion, the Supplementary Information is fairly stated, in all material respects, in relation to the Financial Statements as a whole.

We have served as the Company's auditor since 2018.

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Berkower LLC

Iselin, New Jersey February 28, 2020

STATEMENT OF FINANCIAL CONDITION

AS OF DECEMBER 31, 2019

ASSETS	
Cash and cash equivalents	\$613,562
Certificates of deposit	265,993
Investment in marketable security, (cost \$3,300) at fair value	32,130
Office equipment (less accumulated depreciation of \$19,506)	10,946
Other assets	41,521
Total assets	<u>\$964,152</u>
LIABILITIES AND STOCKHOLDER'S DEFICIT	
LIABILITIES	
Accrued expenses	\$158,700
Deferred revenue	50,000
Liabilities subordinated to claims of general creditors	295,000
Total liabilities	\$503,700
STOCKHOLDER'S DEFICIT	
Common stock, \$0.01 par value;	
1,000 shares authorized; 100 shares issued and outstanding	\$1
Additional paid-in-capital	671,499
Retained earnings (deficit)	<u>(211,048)</u>
Total stockholder's equity	<u>\$460,452</u>
Total liabilities and stockholder's equity	<u>\$964,152</u>

The accompanying notes to the financial statements are an integral part of the financial statements. Confidential pursuant to Rule 17a-5(e)(3) under the Securities Exchange Act of 1934.

STATEMENT OF OPERATIONS

FOR THE YEAR ENDED DECEMBER 31, 2019

Revenues		
Consulting and advisory fee income		\$1,822,971
Dividend income		546
Interest income		747
Net unrealized gain		7,659
Total revenue		\$1,831,923
Expenses		
Consulting fees	\$320,198	
Salaries	487,562	
Occupancy costs	119,439	
Communications expense	51,670	
Office expense	12,551	
Regulatory fees and expenses	7,620	
Professional fees	18,695	
Insurance	21,913	
Advertising	40,105	
Travel	19,273	
Employee seminars and training	1,646	
Depreciation	2,287	
Postage and messengers	10,202	
Total expenses		<u>1,113,161</u>
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See notes to financial statements

Net income

The accompanying notes to the financial statements are an integral part of the financial statements. Confidential pursuant to Rule 17a-5(e)(3) under the Securities Exchange Act of 1934.

<u>\$718,762</u>

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED DECEMBER 31, 2019

Cash Flows from Operating Activities		
Net income		\$718,762
Adjustments to reconcile net income to net cash u	sed in operating activities	
Depreciation	\$2,287	
Change in deferred rent	(10,451)	
Increase in marketable securities	(7,659)	
Changes in operating assets and liabilities		
Other assets	(\$22,791)	
Accrued expenses	158,700	
Deferred revenue	_50,000	
Total adjustments		<u>\$170,086</u>
Net cash provided by operating activities		\$888,848
Cash flows from investing activities		
Chase certificate of deposit	(\$250,593)	
Cash paid for office equipment	(4,942)	
Net cash used in investing activities		<u>(\$255,535)</u>
Cash flows from financing activities		
Distribution to stockholder	(\$250,000)	
Payment on subordinated loans	(100,000)	
Net cash used in financing activities		(\$350,000)
Net change in cash and cash equivalents		\$283,313
Cash and cash equivalents – Jan. 1, 2019		\$330,249
Cash and cash equivalents – Dec. 31, 2019		<u>\$613,562</u>

The accompanying notes to the financial statements are an integral part of the financial statements. Confidential pursuant to Rule 17a-5(e)(3) under the Securities Exchange Act of 1934.

COVIEW CAPITAL, INC. STATEMENT OF CHANGES IN STOCKHOLDER'S EQUITY FOR THE YEAR ENDED DECEMBER 31, 2019

	Common Stock	Additional Paid in Capital	Accumulated Deficit	Total
Balance as of Jan. 1, 2019	\$1	\$671,499	(\$679,810)	(\$8,310)
Net income			718,762	718,762
Distributions			(250,000)	(250,000)
Total	<u>\$1</u>	<u>\$671,499</u>	<u>(\$211,048)</u>	<u>\$460,452</u>

STATEMENT OF CHANGES IN LIABILITIES SUBORDINATED TO CLAIMS OF GENERAL CREDITORS FOR THE YEAR ENDED DECEMBER 31, 2019

,	
Balance, January 1, 2019	\$395,000
Payment	(\$100,000)
Balance, December 31, 2019	<u>\$295,000</u>

The accompanying notes to the financial statements are an integral part of the financial statements. Confidential pursuant to Rule 17a-5(e)(3) under the Securities Exchange Act of 1934.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2019

NOTE A - ORGANIZATION

CoView Capital, Inc. (the "Company") is a member of the Financial Industry Regulatory Authority, Inc. (FINRA) and provides investment banking services primarily in the areas of mergers and acquisitions and private placements. The Company was organized in the State of Delaware in December 1993 and began doing business as a registered broker dealer in securities with the Securities and Exchange Commission (SEC) in July 1994.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Company maintains its books and records in accordance with accounting principles generally accepted in the United States of America.

1. Cash and cash equivalents:

The Company considers all highly liquid instruments purchased with a maturity date of three months or less when purchased to be cash equivalent. The Company keeps its cash with a major bank. The account balances may exceed the FDIC insurance limit of \$250,000.

2. Depreciation and amortization:

Office equipment is depreciated on a straight-line basis over its estimated useful life, which is generally three years.

3. Revenue recognition:

Consulting fee income represents amounts received by the Company in connection with a variety of advisory services: merger and acquisition advice, structuring of sales, private placements, valuation services, fairness opinions, and other related investment banking services. In connection with certain activities, the Company receives retainer fees for services to be provided. Such retainers are treated as revenue upon completion of due diligence and the descriptive memorandum. Revenue from advisory activities is generally recognized when performance is completed. As of December 31, 2019, performance obligations specified by two contracts had not been met, and therefore \$50,000 paid under these two contracts was recognized as deferred revenue for 2019.

For 2019, two customers constituted approximately 79% of revenue.

4. Operating Leases:

In February 2016, FASB issued ASU 2016-02, Leases. The standard requires operating lease lessees to recognize lease assets and liabilities on the statement of financial condition. However, for lessees with a term of twelve months or less, lessee is permitted to make an election not to recognize lease assets and lease liabilities. The Company's current lease expired on December 31, 2019 and the Company made an election not to recognize lease assets and lease liabilities.

The Company adopted the guidance on January 1, 2019 with no material impact to the Company's financial statements.

5. Use of estimates:

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions in determining the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. These estimates may be adjusted as more current information becomes available.

6. Certificates of deposit:

The Company holds two certificates of deposit with JP Morgan Chase Bank each paying an annual interest rate of 1.73% and maturing in February 19, 2020 and May 3, 2020.

COVIEW CAPITAL, INC. NOTES TO FINANCIAL STATEMENTS CONTINUED

NOTE C - INCOME TAXES

The Company is an S corporation for federal and state corporate tax purposes, and, as such, the stockholder is individually liable for federal, and state income tax payments. The Company is subject to a New York State minimum tax. For the year ended December 31, 2019, the Company used its New York City NOLs approximating \$640,000 to largely offset its New York City tax obligation, and the resulting amount of tax owed to New York City is not material.

NOTE D - NET CAPITAL REQUIREMENTS:

As a broker-dealer and member organization of the Financial Industry Regulatory Authority Inc. (FINRA), the Company is subject the Uniform Net Capital Rule 15c3-1 of the Securities and Exchange Commission, which requires that the Company maintain minimum net capital of \$5,000 or 6-2/3% of aggregate indebtedness, as defined, whichever is greater. At December 31, 2019, the Company had net capital of \$690,039 as indicated on page 12 of this audited report which was \$676,126 in excess of its required net capital of \$13,913. The ratio of aggregate indebtedness to net capital was 0.3024 to 1. In January 2020, the Company filed Part IIA of Form X-17A-5 (unaudited) and reported net capital of \$740,039.

NOTE E – LEASE COMMITMENT:

The Company's lease for office space expired on December 31, 2019 and currently leases its office space on a month-to-month basis at the same rate as specified in the expired lease. The lease for office space requires payment for certain expenses in addition to the minimum monthly rents. Rent expense for 2019 was \$119,439.

NOTE F - PROFIT SHARING PLAN:

In 2019, the Company terminated its profit sharing plan.

COVIEW CAPITAL, INC. NOTES TO FINANCIAL STATEMENTS CONTINUED

NOTE G – LIABILITIES SUBORDINATED TO CLAIMS OF GENERAL CREDITORS – RELATED PARTY

Borrowings under a subordination agreement totaled \$295,000 at December 31, 2019. The subordinated borrowings – related party are due to Samuel Yellin, Managing Director of the Company and are available in computing net capital under the SEC's uniform net capital rule. To the extent that such borrowings are required for the Company's continued compliance with minimum net capital requirements, they may not be repaid. The subordinated borrowings were approved by FINRA between June 2015 and June 2017, have an automatic rollover provision, and are automatically renewed upon maturity. Interest on all loans is 0% per annum.

COVIEW CAPITAL, INC. COMPUTATION OF NET CAPITAL

DECEMBER 31, 2019

Common stock Additional paid-in-capital Retained earnings (deficit)		\$1 671,499 <u>(211,048)</u> \$460,452
Add: Subordinated loans Less:Non-allowable assets Net capital before haircuts		295,000 (52,467) \$702,985
Less: Haircuts on securities and money mark Net capital	(12,946) \$690,039	
Greater of:		
Minimum dollar net capital required or	<u>\$5,000</u>	
Minimum net capital required 6.67% of aggregate indebtedness	<u>\$13,913</u>	<u>\$13,913</u>
Excess net capital		<u>\$676,126</u>
AGGREGATE INC	<u>DEBTEDNESS</u>	
Accounts payable and accrued expenses, etc.		<u>\$208,700</u>
Ratio of aggregate indebtedness to net capital	<u>0.3024</u>	
Ratio of debt to debt-equity	0	

See notes to financial statements

RECONCILIATION OF NET CAPITAL WITH FOCUS REPORT DECEMBER 31, 2019

Net capital per company's unaudited X-17A-5, Part IIA Filing (Focus Report)	\$740,039
Audit adjustment – deferred revenues	(50,000)
Net capital per audited report, December 31, 2019	<u>\$690,039</u>

COMPUTATION FOR DETERMINATION OF RESERVE REQUIREMENTS UNDER RULE 15c3-3 OF THE SECURITIES AND EXCHANGE COMMISSION

DECEMBER 31, 2019

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INFORMATION RELATING TO POSSESSION OR CONTROL REQUIREMENTS UNDER RULE 15c3-3 OF THE SECURITIES AND EXCHANGE COMMISSION

DECEMBER 31, 2019

The Company claims exemption from the requirements of rule 15c3-3, under Section	n (k)(2)(i) of
the rule.	



517 Route One, Suite 4103 Iselin, NJ 08830 (732) 781-2712

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Sole Stockholder of CoView Capital, Inc.

We have reviewed management's statements, included in the accompanying CoView Capital Inc.'s Exemption Report, in which (1) CoView Capital, Inc. Identified the following provisions of 17 C.F.R. § 15c3-3 (k) under which CoView Capital, Inc. claimed an exemption from 17 C.F.R. § 240.15c3-3: (2)(i), (the "Exemption Provisions") and (2) CoView Capital, Inc. stated that CoView Capital, Inc. met the identified Exemption Provisions throughout the most recent fiscal year without exception. CoView Capital, Inc.'s management is responsible for compliance with the Exemption Provisions and its statements.

Our review was conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States) and, accordingly, included inquiries and other required procedures to obtain evidence about Aegis Energy Advisors 's compliance with the Exemption Provisions. A review is substantially less in scope than an examination, the objective of which is the expression of an opinion on management's statements. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to management's statements referred to above for them to be fairly stated, in all material respects, based on the provisions set forth in paragraph (k)(2)(i) of Rule 15c3-3 under the Securities Exchange Act of 1934.

Berkower LLC

Iselin, New Jersey February 28, 2020

COVIEW CAPITAL, INC. EXEMPTION REPORT DECEMBER 31, 2019

CoView Capital, Inc. (the "Company") is a registered broker-dealer subject to Rule 17a-5 promulgated by the Securities and Exchange Commission (17 C.F.R. §240.17a-5, "Reports to be made by certain brokers and dealers"). This Exemption Report was prepared as required by 17 C.F.R. §240.17a-5(d)(1) and (4). To the best of its knowledge and belief, the Company states the following:

- 1. The Company claimed an exemption from 17 C.F.R. §240.15c3-3 under the following provisions of 17 C.F.R. §240.15c3-3 (k)(2)(i)
- 2. The Company met such exemption provision of 17 C.F.R. §240.15c3-3 (k)(2)(i) throughout the most recent fiscal year without exception.

CoView Capital, Inc.

I, Samuel Yellin affirm that, to the best of my knowledge and belief, this Exemption Report is true and correct.

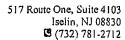
By:

Title: President

Dated: 2/27/2

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM ON APPLYING AGREED UPON PROCEDURES

YEAR ENDED DECEMBER 31, 2019





REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM ON APPLYING AGREED UPON PROCEDURES

To the Sole Stockholder of CoView Capital, Inc.

We have performed the procedures included in Rule 17a-5(e)(4) under the Securities Exchange Act of 1934 and in the Securities Investor Protection Corporation ("SIPC") Series 600 Rules, which are enumerated below, and which were agreed to by CoView Capital, Inc. (the "Company") and the SIPC, solely to assist you and the SIPC in evaluating the Company's compliance with the applicable instructions of the General Assessment Reconciliation ("Form SIPC-7") for the year ended December 31, 2019. Management of the Company is responsible for its Form SIPC-7 and for its compliance with those requirements. This agreed-upon procedures engagement was conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States) and in accordance with attestation standards established by the American Institute of Certified Public Accountants. The sufficiency of these procedures is solely the responsibility of those parties specified in this report. Consequently, we make no representation regarding the sufficiency of the procedures described below either for the purpose for which this report has been requested or for any other purpose.

The procedures we performed and our findings are as follows:

- 1) Compared the listed assessment payments in Form SIPC-7 with respective cash disbursement records entries, noting no differences;
- 2) Compared the Total Revenue amount reported on the Annual Audited Report Form X-17A-5 Part III for the year ended December 31, 2019, with the Total Revenue amounts reported in Form SIPC-7 for year ended December 31, 2019 noting no differences;
- 3) Compared any adjustments reported in Form SIPC-7 with supporting schedules and working papers noting no differences; and
- 4) Recalculated the arithmetical accuracy of the calculations reflected in Form SIPC-7 and in the related schedules and working papers supporting the adjustments noting no differences.

We were not engaged to, and did not conduct an examination or review, the objective of which would be the expression of an opinion or conclusion, respectively, on the Company's compliance with the applicable instructions of the Form SIPC-7 for the year ended December 31, 2019. Accordingly, we do not express such an opinion or conclusion. Had we performed additional procedures, other matters might have come to our attention that would have been reported to you.

This report is intended solely for the information and use of the Company and the SIPC and is not intended to be and should not be used by anyone other than these specified parties.

Berkower LLC

Iselin, New Jersey February 28, 2020

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SCHEDULE OF SIPC ASSESSMENT AND PAYMENTS DECEMBER 31, 2019

Total Revenue	\$1,831,923
SIPC Net Operating Revenues	\$1,824,263
SIPC General Assessment at .0015	\$2,736
Less: Payments – July 2019	(498)
Assessment Balance Due (Paid January 2020)	\$2,238